
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AVEO PHARMACEUTICALS, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:
-
-



P.O. BOX 8016, CARY, NC 27512-9903

**Important Notice Regarding
the Availability of Proxy Materials for
the Annual Meeting of Stockholders to
be held on June 09, 2021 for
AVEO Pharmaceuticals, Inc.**

For Stockholders as of April 15, 2021

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the 2021 Proxy Statement, Notice of 2021 Annual Meeting of Stockholders and 2020 Annual Report, and to obtain directions to attend the meeting, go to: www.proxydocs.com/AVEO

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.



**For a convenient way to view proxy materials
and VOTE go to www.proxydocs.com/AVEO**
**Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.**



If you want to receive a paper or e-mail copy of the Notice and Proxy Statement and Annual Report, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 28, 2021. Unless requested, you will not otherwise receive a paper or email copy.

To order paper materials and select delivery preferences, use one of the following methods.


INTERNET
www.investorelections.com/AVEO


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

AVEO Pharmaceuticals, Inc.

Meeting Type: Annual Meeting of Stockholders
Date: Wednesday, June 09, 2021
Time: 10:00 AM, Eastern Time
Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/AVEO for virtual meeting registration details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/AVEO

SEE REVERSE FOR FULL AGENDA

AVEO Pharmaceuticals, Inc.

Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR PROPOSALS 1, 2, 3, 4 AND 5

PROPOSAL

1. Elect seven directors, each to serve for a one-year term expiring at our 2022 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified.
 - 1.01 Michael Bailey
 - 1.02 Kenneth Bate
 - 1.03 Kevin Cullen, M.D.
 - 1.04 Corinne Epperly, M.D., M.P.H.
 - 1.05 Anthony Evnin, Ph.D.
 - 1.06 Gregory Mayes
 - 1.07 Scarlett Spring
2. Approve an amendment to the AVEO Pharmaceuticals, Inc. 2019 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder.
3. Approve the amendment and restatement of the 2010 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder from 76,400 to 576,400 and to make certain other changes.
4. Approve an advisory vote on executive compensation.
5. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2021.